

26333-B
RECORDATION NO. _____ FILED

SEP 29 '06 -3 5 7 PM

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SURFACE TRANSPORTATION BOARD

September 29, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efileing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of September 29, 2006. The primary document to which this is connected is recorded under Recordation No. 26333. We request that the copy of this document be recorded under Recordation No. 26333-B.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

Rail Connection, Inc.
Post Office Box 800
Eleanor, WV 25070

Assignee:

General Electric Capital Corporation
4 North Park Drive, Suite 500
Hunt Valley, MD 21030

Honorable Vernon A. Williams
September 29, 2006
Page 2

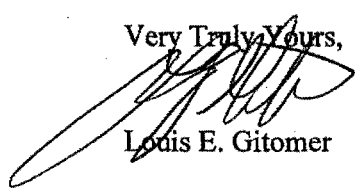
A description of the equipment covered by the Memorandum of Assignment and Agreement consists of 75 gondola cars numbered JOSX 1703, 1706, 1708, 1711, 1714, 1725, 1726, 1731, 1736, 1737, 1738, 1740, 1742, 1744, 1745, 1746, 1747, 1751, 1754, 1755, 1764, 1773, 1776, 1777, 1779, 1780, 1783, 1787, 1789, 1795, 1798, 1801, 1805, 1806, 1807, 1816, 1819, 1825, 1827, 2332, 2334, 2400, 2419, 2422, 2442, 2462, 2473, 2481, 2483, 3700, 3712, 3730, 3760, 3761, 4032, 4082, 4094, 4155, 4159, 4162, 4812, 7287, 10132, 10169, 10176, 10376, 13191, 13233, 13243, 13257, 13259, 13263, 13272, 13297, and 13303.

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement between General Electric Capital Corporation, 4 North Park Drive, Suite 500, Hunt Valley, MD 21030, and Rail Connection, Inc., Post Office Box 800, Eleanor, WV 25070, covering 75 gondola cars numbered JOSX 1703, 1706, 1708, 1711, 1714, 1725, 1726, 1731, 1736, 1737, 1738, 1740, 1742, 1744, 1745, 1746, 1747, 1751, 1754, 1755, 1764, 1773, 1776, 1777, 1779, 1780, 1783, 1787, 1789, 1795, 1798, 1801, 1805, 1806, 1807, 1816, 1819, 1825, 1827, 2332, 2334, 2400, 2419, 2422, 2442, 2462, 2473, 2481, 2483, 3700, 3712, 3730, 3760, 3761, 4032, 4082, 4094, 4155, 4159, 4162, 4812, 7287, 10132, 10169, 10176, 10376, 13191, 13233, 13243, 13257, 13259, 13263, 13272, 13297, and 13303.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SEP 29 '06

-3 5 7 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of September 29, 2006 by and between Rail Connection, Inc., Post Office Box 800, Eleanor, West Virginia 25070, a West Virginia corporation ("Rail Connection"), the assignor, and General Electric Capital Corporation, whose offices are at 4 North Park Drive, Suite 500, Hunt Valley, Maryland 21030 ("GECC"), the assignee.

WITNESSETH:

1. Rail Connection, as lessor, entered into a Master Lease Agreement dated as of May 25, 2005 (the "Lease") between Rail Connection, as lessor, and David J. Joseph Company ("DJJ"), as lessee, for 75 gondola rail cars identified in the Schedule (the "Equipment"). A Memorandum of Rider No.3 to Master Railroad Equipment Lease Agreement dated as of May 1, 2006 between Rail Connection and DJJ was recorded on May 11, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26333.

2. Rail Connection, DJJ, and GECC have entered a Notice and Acknowledgment of Collateral Assignment dated as of September 29, 2006 with respect to the Equipment.

3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

RAIL CONNECTION, INC.,

as Assignor

By: Warren K. HigginbothamName: Warren K. HigginbothamTitle: Vice PresidentGENERAL ELECTRIC CAPITAL
CORPORATION,

as Assignee

By: Joe G. GoffName: Joe G. GoffTitle: VP

STATE OF Maryland)
COUNTY OF Harford) ss
~~Baltimore~~)

On this 28th day of September, 2006, before me personally appeared Joseph Ozbolt, to me personally known, who being by me duly sworn, says that (s)he is the Vice President, of General Electric Capital Corporation that the foregoing instrument was signed on behalf of said limited liability corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed.

Barbara B. Lewis
NOTARY PUBLIC

My commission expires: 11/13/07

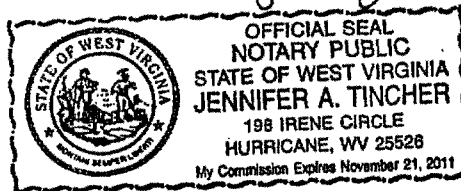


STATE OF WEST VIRGINIA)
COUNTY OF PUTNAM) ss
)

On this ____ day of September, 2006, before me personally appeared Warren K. Higginbotham, to me personally known, who being by me duly sworn, says that he is the Vice President, of Rail Connection, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Jennifer A. Tincher
NOTARY PUBLIC

My commission expires:
November 21, 2011



SCHEDULE-DESCRIPTION OF EQUIPMENT

75 gondola cars numbered JOSX 1703, 1706, 1708, 1711, 1714, 1725, 1726, 1731, 1736, 1737, 1738, 1740, 1742, 1744, 1745, 1746, 1747, 1751, 1754, 1755, 1764, 1773, 1776, 1777, 1779, 1780, 1783, 1787, 1789, 1795, 1798, 1801, 1805, 1806, 1807, 1816, 1819, 1825, 1827, 2332, 2334, 2400, 2419, 2422, 2442, 2462, 2473, 2481, 2483, 3700, 3712, 3730, 3760, 3761, 4032, 4082, 4094, 4155, 4159, 4162, 4812, 7287, 10132, 10169, 10176, 10376, 13191, 13233, 13243, 13257, 13259, 13263, 13272, 13297, and 13303